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DANIEL WEBSTER COON+
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JAMES P. SCHALLER*
ROGER V. BARTH+
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WILFORD L. WHITLEY, JR.
CLIFFORD A. WILPON+
DAVID H. COX*
RICHARD W. BRYAN

*ALSO ADMITTED IN MARYLAND
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ROGER H. MUZZALL
COUNSEL

DIRECT DIAL NUMBER
457-1634

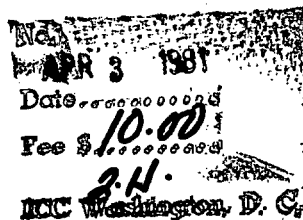
RECORDATION NO. **12928-B** (202) 457-1600
Filed 1425

APR 3 1981 -2 20 PM

April 2, 1981

1-093A163

INTERSTATE COMMERCE COMMISSION



RECEIVED
APR 3 2 14 PM '81
I.C.C.
FEE OPERATION BR.

Ms. Agatha L. Mergenovich
Office of the Secretary
Recordation Office
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Crocker Investor Lease Corporation;
Funding Systems Railcars, Inc., and
FSC Corporation: Four Hundred (400)
100-ton gondola cars; File No. 12928

Dear Ms. Mergenovich:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. § 11303, and Part 1116 of Title 49 of the Code of Federal Regulations, I request, as special counsel for Funding Systems Railcars, Inc., that the enclosed document be recorded and filed by the Interstate Commerce Commission.

You will find enclosed herewith an original and four certified copies of the following document:

"Second Supplement to Lease of Railroad Equipment,"
dated as of March 25, 1981, among Crocker Investor
Lease Corporation, as Lessor, Funding Systems Railcars,
Inc., as Lessee, and FSC Corporation, as Guarantor.

This Second Supplement is intended to effectuate an Amendment to Annex A to the Lease, dated as of January 1, 1981, by Funding Systems Railcars, Inc., of Four Hundred (400) 100-ton gondola cars

Christine R. Pfeil

Ms. Agatha L. Mergenovich

April 2, 1981

Page two

from Crocker Investor Lease Corporation. In addition to the Two Hundred (200) gondola cars which have been marked and bear the following road numbers and markings: WSOR 5630-5829, inclusive, an additional One Hundred (100) gondola cars have been marked and bear the following road numbers and markings:

USLX 40206
USLX 40207
USLX 40208
USLX 40227
USLX 40228
USLX 40230 through USLX 40238, inclusive
USLX 40248 through USLX 40380, inclusive
USLX 40391 through USLX 40420, inclusive
USLX 40436 through USLX 40450, inclusive
USLX 40466
USLX 40470
USLX 40476 through USLX 40480, inclusive
USLX 40594

The remaining gondola cars will be marked and assigned appropriate road numbers. This information will be supplied by further supplements to this Lease. Each of the Four Hundred (400) gondola cars is a 100-ton vehicle, 52 feet, 6 inches and is being constructed by Evans Transportation Company and/or Evans Railroad Car Leasing Company.

The parties to this Second Supplement to Lease of Railroad Equipment are:

Crocker Investor Lease Corporation
595 Market Street
San Francisco, California 94105

Funding Systems Railcars, Inc.
2215 Sanders Road
Suite 370
Northbrook, Illinois 60062
Attention: President

and

FSC Corporation
One Thousand RIDC Plaza
Pittsburgh, Pennsylvania 15238
Attention: Treasurer

Interstate Commerce Commission
Washington, D.C. 20423

4/3/81

OFFICE OF THE SECRETARY

David H. Cox, Atty.
Jackson, Campbell & Parkinson, P.C.P
One Lafayette Centre
Suite 300 South
1120 20th St. N.W.
Washington, D.C. 20036
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **4/3/81** at **2:20pm** and assigned re-recording number(s). **12928-B**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SECOND SUPPLEMENT

RECORDATION NO. *12928B*

FILED 1425

TO

APR 3 1981 - 2 20 PM

LEASE OF RAILROAD EQUIPMENT

INTERSTATE COMMERCE COMMISSION

Dated as of March 25, 1981

among

CROCKER INVESTOR LEASE CORPORATION,

as Lessor

FUNDING SYSTEMS RAILCARS, INC.,

as Lessee

and

FSC CORPORATION,

as Guarantor

400 ONE HUNDRED-TON

GONDOLA CARS

SECOND SUPPLEMENT TO LEASE OF RAILROAD
EQUIPMENT dated as of March 25, 1981 among CROCKER
INVESTOR LEASE CORPORATION (hereinafter, together
with its successors and assigns, called "Lessor"),
FUNDING SYSTEMS RAILCARS, INC. (hereinafter called
"Lessee") and FSC CORPORATION (hereinafter called
"Guarantor").

WHEREAS, Lessor, Lessee and Guarantor have
entered into a Lease of Railroad Equipment dated as of
January 1, 1981, as supplemented by the First Supplement to
Lease of Railroad Equipment dated as of March 1, 1981
(the "Lease"), filed with the Interstate Commerce
Commission pursuant to 49 United States Code §11303(a)
(recordation Nos. 12928 and 12928-A); and

WHEREAS, Lessor, Lessee and Guarantor desire
to further supplement Annex A to the Lease;

NOW, THEREFORE, Lessor, Lessee and Guarantor
agree as follows:

SECTION 1. Annex A to the Lease be and it
hereby is supplemented by adding to the Lessee's Road
Numbers shown thereon the following numbers:

USLX 40206
USLX 40207
USLX 40208
USLX 40227
USLX 40228
USLX 40230 through USLX 40238, inclusive

USLX 40248 through USLX 40380, inclusive
USLX 40391 through USLX 40420, inclusive
USLX 40436 through USLX 40450, inclusive
USLX 40466
USLX 40470
USLX 40476 through USLX 40480, inclusive
USLX 40594

SECTION 2. The Lease shall be and remain
in full force and effect in accordance with its terms,
except only as supplemented as set forth in SECTION 1
of this Second Supplement.

IN WITNESS WHEREOF, the parties hereto, each
pursuant to due corporate authority, have caused this
Second Supplement to Lease of Railroad Equipment to be
signed in their respective corporate names by duly
authorized officers and their respective corporate
seals to be hereunto affixed and duly attested, all as
of the date first above written.

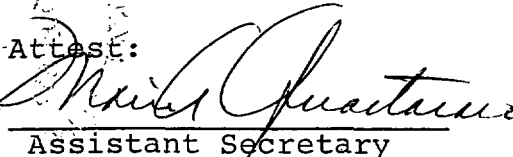
CROCKER INVESTOR LEASE CORPORATION,
as Lessor

By


Vice President

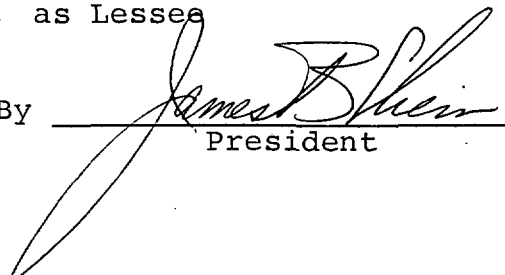
(Corporate Seal)

Attest:


Assistant Secretary

FUNDING SYSTEMS RAILCARS, INC.,
as Lessee

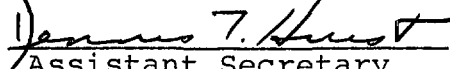
By



President

(Corporate Seal)

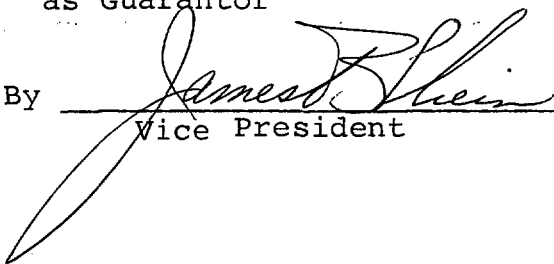
Attest:



Assistant Secretary

FSC CORPORATION,
as Guarantor

By



Vice President

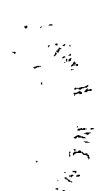
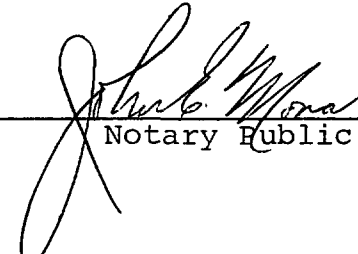
(Corporate Seal)

Attest:

Assistant Secretary

STATE OF CALIFORNIA)
COUNTY OF San Francisco) SS

On this 3/ day of March , 1981, before me personally appeared Edmund P. Wysocki, to me personally known, who, being by me duly sworn, said that he is a Vice President of CROCKER INVESTOR LEASE CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My commission expires

December 17, 1982

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 30th day of March, 1981, before me personally appeared James B. Shein, to me personally known, who, being by me duly sworn, said that he is President of FUNDING SYSTEMS RAILCARS, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon Schumacher
Notary Public

(Notarial Seal)

My commission expires

My Commission Expires Jan. 27, 1985

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 30th day of March, 1981, before me personally appeared James B. Shein, to me personally known, who, being by me duly sworn, said that he is a Vice President of FSC CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon Schumacher
Notary Public

(Notarial Seal)

My commission expires
My Commission Expires Jan. 27, 1985